



CORPORATION SERVICE COMPANY

801 Adlai Stevenson Drive Springfield, IL 62703-4261

RECORDATION NO. 23629-6 FILED

MAY 05 04

10-18 AM

SURFACE TRANSPORTATION BOARD



May 3, 2003

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 29, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **MERIDIAN AGGREGATES COMPANY, A LIMITED PARTERSHIP**
11467 Huebner Rd., Suite 300, San Antonio, TX 78230

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP**, covering 54 gondolas with reporting marks and numbers – CEFX 33063 – CEFX 33198, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23629 dated 8/30/01 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29th day of January, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP, a Delaware limited partnership, with an address at 11467 Huebner Rd., Suite 300, San Antonio, TX 78230 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 8, 2001 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on August 30, 2001 and given Recordation Number 23629.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

The CIT Group/Equipment Financing, Inc.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

Meridian Aggregates Company,
A Limited Partnership

By: Meridian Aggregates Investments, L.L.C.
Its General Partner

By: Martin Marietta Materials, Inc.
Its Managing Member

Name: *James A. Tamm*
Title: *Sr. Vice-President*

Schedule A

Number of Cars			Equipment Description		
54			52' long 4'6" sided steel mill gondola		
1	CEFX	33063	53	CEFX	33197
2	CEFX	33064	54	CEFX	33198
3	CEFX	33068			
4	CEFX	33073			
5	CEFX	33074			
6	CEFX	33078			
7	CEFX	33079			
8	CEFX	33080			
9	CEFX	33082			
10	CEFX	33085			
11	CEFX	33086			
12	CEFX	33087			
13	CEFX	33101			
14	CEFX	33106			
15	CEFX	33112			
16	CEFX	33113			
17	CEFX	33114			
18	CEFX	33119			
19	CEFX	33120			
20	CEFX	33124			
21	CEFX	33125			
22	CEFX	33126			
23	CEFX	33127			
24	CEFX	33130			
25	CEFX	33133			
26	CEFX	33134			
27	CEFX	33135			
28	CEFX	33136			
29	CEFX	33141			
30	CEFX	33143			
31	CEFX	33152			
32	CEFX	33153			
33	CEFX	33155			
34	CEFX	33161			
35	CEFX	33162			
36	CEFX	33164			
37	CEFX	33165			
38	CEFX	33166			
39	CEFX	33168			
40	CEFX	33169			
41	CEFX	33172			
42	CEFX	33178			
43	CEFX	33179			
44	CEFX	33180			
45	CEFX	33181			
46	CEFX	33182			
47	CEFX	33185			
48	CEFX	33187			
49	CEFX	33188			
50	CEFX	33189			
51	CEFX	33191			
52	CEFX	33193			